



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



August 27, 2002

VIA FEDERAL EXPRESS

RECORDATION NO. 18914-H FILED

AUG 28 2002

12-06 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are:

- 1.) One (1) original and one (1) copy of Release of Lien of Memorandum Of Options, Rights of First Refusal and Remarketing Rights dated July 9, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The enclosed document relates to the Memorandum Of Options, Rights of First Refusal and Remarketing Rights which was previously filed with the Board under Recordation Number 18914-B. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Buyer: Allfirst Bank
25 S. Charles St.
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18914 through 18914-E. This filing is to appear in index as follows: Release of Lien of Memorandum Of Options, Rights of First Refusal and Remarketing Rights dated July 9, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

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August 27, 2002
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- 2.) One (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement, dated July 12, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Assignor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Assignee: Allfirst Bank
25 S. Charles St.
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-F. This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement, dated July 12, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

- 3.) One (1) original and one (1) copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated July 12, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Buyer: Allfirst Bank
25 S. Charles St.
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-H as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-G. This filing is to appear in index as follows: Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated July 12, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

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- 4.) Two (2) certified copies of the Bill of Sale dated July 22, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Buyer: Allfirst Bank
25 S. Charles St.
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18914 through 18914-H. This filing is to appear in index as follows: Bill of Sale dated July 22, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

Enclosed is a check in the amount of \$120.00, payable to the order of the Surface Transportation Board covering the required recordation fees for these documents.

Kindly return stamped copies of the enclosed document to me at the address listed below. Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,
Joseph Transportation Services, Inc.



Julie M. Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 12th day of July, 2002, by and between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware Corporation, ("Seller") and ALLFIRST BANK, a Maryland state-chartered banking corporation ("Buyer").

W I T N E S S E T H:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of July 12, 2002, (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

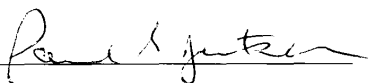
Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

18914-14
RECORDED
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SURFACE TRANSPORTATION BOARD


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives as of the date set forth above, but shall be effective as of July 22, 2002.

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

Name: Paul G. Jantsch

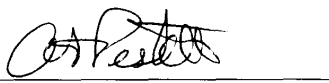
Title: President

By: 

Name: James H. Goetz

Title: Exec. V.P. & Chief Financial Officer

ALLFIRST BANK

By: 

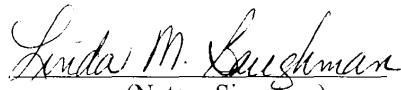
Name: CA Pister

Title: Vice President

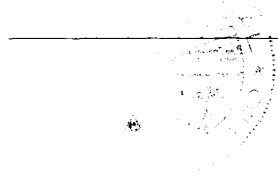
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of July, 2002, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the President of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12th day of July, 2002.


(Notary Signature)

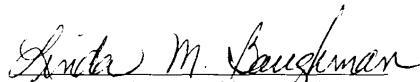
My commission expires:

 LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

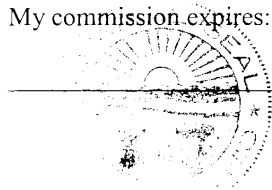
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of July, 2002, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & Chief Financial Officer of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12th day of July, 2002.


(Notary Signature)

My commission expires:



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF MARYLAND)
) SS:
^{CITY}
COUNTY OF BALTIMORE)

On this 15TH day of July, 2002, before me the subscriber, HENRYKA W. GRYC CRAIG, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named ^{CHRISTOPHER A.} PISZUL, to me personally known, who stated and acknowledged that he/~~she~~ is the VICE PRESIDENT of Allfirst Bank, a Maryland state-chartered banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/~~her~~ capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/~~she~~ has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15TH day of July, 2002.

Henryka W. Grylic Craig
(Notary Signature)

My commission expires:

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

SCHEDULE I
TO
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS

CARS

Twenty-nine (29), 1979 Ortner Built, Rapid Discharge Aggregate Cars bearing reporting marks:

DJJX 424-430, INCLUSIVE
DJJX 432-453, INCLUSIVE

LEASE: Dated March 14, 1994 as amended by AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE dated June 9, 1997 and AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE dated June 24, 2002, each by and between JOSPEH TRANSPORTATION SERVICES, INC. (f/k/a DJJ TRANSPORTATION SERVICES, INC.) and MARTIN MARIETTA MATERIALS, INC.